

Minnick James E.
Form 4
May 14, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Minnick James E.

(Last) (First) (Middle)

ONE OXFORD CENTRE, 301
GRANT STREET, SUITE 2700

(Street)

PITTSBURGH, PA 15219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TriState Capital Holdings, Inc. [TSC]

3. Date of Earliest Transaction (Month/Day/Year)

05/14/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	05/14/2013		J ⁽¹⁾		3,373,693	A	\$ 0 (3)	3,373,693	I	BY LM III TRISTATE HOLDINGS LLC ⁽⁴⁾
COMMON STOCK	05/14/2013		J ⁽²⁾		1,504,356	A	\$ 0 (3)	1,504,356	I	BY LM III-A TRISTATE HOLDINGS LLC ⁽⁵⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
PERPETUAL CONVERTIBLE PREFERRED STOCK, SERIES C	(3)	05/14/2013		C	33,736.927	08/10/2012 (6)	COMMON STOCK
PERPETUAL CONVERTIBLE PREFERRED STOCK, SERIES C	(3)	05/14/2013		C	15,043.561	08/10/2012 (6)	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Minnick James E. ONE OXFORD CENTRE 301 GRANT STREET, SUITE 2700 PITTSBURGH, PA 15219	X	X		

Signatures

/s/ Fenimore, Kay, Harrison & Ford, LLP by Brent Standefer, Jr.,
Attorney-in-fact

05/14/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Shares of the issuer's common stock were acquired as a result of conversion of 33,736.927 shares of the issuer's Perpetual Convertible
- (1) Preferred Stock, Series C, pursuant to an agreement entered into in connection with the closing of the initial public offering of the issuer (the "IPO") and the subscription and purchase of 0.3 shares of issuer's common stock from the issuer.
 - (2) Shares of the issuer's common stock were acquired as a result of conversion of 15,043.561 shares of the issuer's Perpetual Convertible Preferred Stock, Series C, pursuant to an agreement entered into in connection with the closing of the IPO.

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- (3) The issuer's Perpetual Convertible Preferred Stock, Series C was converted into shares of the issuer's common stock, with a conversion ratio of 100 shares of common stock for each share of Perpetual Convertible Preferred Stock, Series C.

Lovell Minnick Partners LLC is the managing member of Fund III UGP LLC, which is, in turn, the general partner of Lovell Minnick Equity Advisors III LP, which is, in turn, the general partner of Lovell Minnick Equity Partners III LP. Lovell Minnick Equity Partners III

- (4) LP is the managing member of LM III TriState Holdings LLC. As an officer of Lovell Minnick Partners LLC, Mr. Minnick may be deemed to share beneficial ownership of the shares of the issuer's common stock held by the Lovell Minnick funds. Mr. Minnick disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any.

Lovell Minnick Partners LLC is the managing member of Fund III UGP LLC, which is, in turn, the general partner of Lovell Minnick Equity Advisors III LP, which is, in turn, the general partner of Lovell Minnick Equity Partners III-A LP. Lovell Minnick Equity Partners

- (5) III-A LP is the managing member of LM III-A TriState Holdings LLC. As an officer of Lovell Minnick Partners LLC, Mr. Minnick may be deemed to share beneficial ownership of the shares of the issuer's common stock held by the Lovell Minnick funds. Mr. Minnick disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any.

- (6) The issuer's Perpetual Convertible Preferred Stock, Series C is perpetual and does not have an expiration date.

Lovell Minnick Partners LLC is the managing member of Fund III UGP LLC, which is, in turn, the general partner of Lovell Minnick Equity Advisors III LP, which is, in turn, the general partner of Lovell Minnick Equity Partners III LP. Lovell Minnick Equity Partners III

- (7) LP is the managing member of LM III TriState Holdings LLC. As an officer of Lovell Minnick Partners LLC, Mr. Minnick may be deemed to share beneficial ownership of the shares of the issuer's Perpetual Convertible Preferred Stock, Series C held by the Lovell Minnick funds. Mr. Minnick disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any.

Lovell Minnick Partners LLC is the managing member of Fund III UGP LLC, which is, in turn, the general partner of Lovell Minnick Equity Advisors III LP, which is, in turn, the general partner of Lovell Minnick Equity Partners III-A LP. Lovell Minnick Equity Partners

- (8) III-A LP is the managing member of LM III-A TriState Holdings LLC. As an officer of Lovell Minnick Partners LLC, Mr. Minnick may be deemed to share beneficial ownership of the shares of the issuer's Perpetual Convertible Preferred Stock, Series C held by the Lovell Minnick funds. Mr. Minnick disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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